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**Objections Due: December 8, 2010 at 4:00 p.m.**  
**Hearing: December 15, 2010 at 10:00 a.m.**

*Counsel for BNY Corporate Trustee Services  
Limited, solely in its capacity as trustee for the  
Series 2004-11 AUD 75,000,000 Synthetic  
Portfolio Notes due 2011 and Series 2006-05  
AUD 50,000,000 Synthetic Portfolio Notes due  
2011 issued by Saphir Finance Public Limited  
Company*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re	:	<b>Chapter 11</b>
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	<b>Case No. 08-13555 (JMP)</b>
	:	<b>(Jointly Administered)</b>
Debtors.	:	
	:	<i>Refers to Dkt. No. 13051</i>
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**RESPONSE OF BNY CORPORATE TRUSTEE SERVICES LIMITED  
TO DEBTORS' MOTION PURSUANT TO RULE 9019 OF THE FEDERAL  
RULES OF BANKRUPTCY PROCEDURE FOR APPROVAL OF A  
SETTLEMENT AMONG LEHMAN BROTHERS SPECIAL FINANCING  
INC., BNY CORPORATE TRUSTEE SERVICES LIMITED, PERPETUAL  
TRUSTEE COMPANY LIMITED, AND OTHERS, RELATING TO CERTAIN  
SWAP TRANSACTIONS WITH SAPHIR FINANCE PUBLIC LIMITED COMPANY**

BNY Corporate Trustee Services Limited, solely in its capacity as trustee ("Trustee") for the Series 2004-11 AUD 75,000,000 Synthetic Portfolio Notes due 2011 and Series 2006-05 AUD 50,000,000 Synthetic Portfolio Notes due 2011 issued by Saphir Finance Public Limited Company ("Saphir"), files this response to the Motion of Lehman Brothers Special Financing

Inc. and its affiliated debtors (collectively, the “Debtors”), pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure, for approval of a settlement (“Settlement”) among the Debtors, BNY Corporate Trustee Services Limited, Perpetual Trustee Company Limited, and others [Dkt. No. 13051] (the “Motion”).

1. On October 10, 2002, the Trustee entered into a Principal Trust Deed with Dante Finance Public Limited Company pursuant to which a multi-issuer secured obligation program (the “Dante Programme”) was established. As part of the Dante Programme, the Trustee entered into Supplemental Trust Deeds (the “Perpetual Trust Deeds”), dated December 9, 2004 and March 17, 2006, pursuant to which Saphir Finance Public Limited Company issued its Series 2004-11 AUD 75,000,000 Synthetic Portfolio Notes Due 2011 and its Series 2006-5 AUD 50,000,000 Synthetic Portfolio Notes due 2011 and Extendable Up to 2016 (together, the “Perpetual Notes”). The Perpetual Notes are wholly owned by Perpetual Trustee Company Limited (“Perpetual”).

2. In the Motion, Debtors seek approval of the Settlement they negotiated with Perpetual in respect of the Perpetual Notes. The Motion relates solely to the Perpetual Trust Deeds and the Perpetual Notes. The Settlement does not bind the Trustee with regard to any other notes issued under the Dante Programme and approval of the Settlement will not alter, impair, or affect any rights, claims, or defenses of the Trustee or the holders of any other notes relating to any other series issued under the Dante Programme.<sup>1</sup>

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<sup>1</sup> As set forth in Paragraph 4.5 of the Settlement Agreement, nothing in the Motion and proposed Order “shall alter, impair, improve or affect the rights of any holders of notes in the Programme (other than the [Perpetual] Notes) to assert the validity of the provisions of the documents relating to such notes (or to defend any challenge to the validity of those provisions) in any proceedings brought in the United States Bankruptcy Court or in any other Court and such rights (if any) of all such holders of notes (and the Trustee, to the extent it acts as trustee for the holders of such notes) are reserved in full (the “Reserved Rights”) provided always that nothing in this Deed shall constitute any sort of acknowledgement or

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3. Based upon its receipt of direction and indemnification from Perpetual in accordance with the Perpetual Trust Deeds to enter into the Settlement Agreement, and on the basis that the Settlement Agreement and the Motion relate solely to the Perpetual Trust Deeds and the Perpetual Notes, the Trustee does not object to the relief requested in the Motion. The Trustee is not privy to the redacted terms of the Settlement Payment Deed and it does not join in all of the averments made by the Debtors in the Motion.

Dated: December 8, 2010  
New York, New York

Respectfully submitted,

By: /s/ Eric A. Schaffer  
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solely in its capacity as trustee for the Series 2004-11  
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recognition on behalf of LBSF or the Debtors or any other Party that any of the holders of such notes can make any valid claim or defence in respect of such Reserved Rights.”